

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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:  
**In re** : **Chapter 11 Case No.**  
:  
**LEHMAN BROTHERS HOLDINGS INC., et al.,** : **08-13555 (JMP)**  
:  
**Debtors.** : **(Jointly Administered)**  
:  
:  
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**AFFIDAVIT AND DISCLOSURE STATEMENT OF JESSE MASyr ,**  
**ON BEHALF OF WACHTEL & MASyr, LLP**

STATE OF NEW YORK                    )  
  ) ss:  
COUNTY OF NEW YORK                )

Jesse Masyr, being duly sworn, upon his oath, deposes and says:

1. I am a member of Wachtel & Masyr, LLP, located at 110 East 59<sup>th</sup> Street, New York, NY 10022 (the "Firm").

2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors") and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide land use and zoning services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these

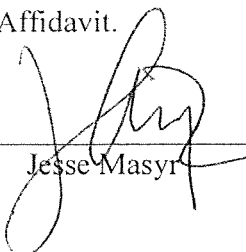
chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases other than *Bank of America, National Association as successor by merger to LaSalle Bank National Association, as trustee for the Lehman Brothers Floating Rate Commercial Mortgage Trust 2006 - LLF C5 Commercial Mortgage Pass-Through Certificates, Series 2006-LLF C5 v. KOA Hotel, LLC et al.; Civil No 09-1-029K*. This representation is not adverse with respect to the matters for which the Firm has been retained by the debtors. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

6. The Debtors owe the Firm \$0 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

  
Jesse Masys

Subscribed and sworn to before me  
this 20<sup>th</sup> day of May, 2009

  
Notary Public

Jodi Robyn Siegel  
Notary Public, State of New York  
No. 02816178-90  
Qualified in Kings/New York County  
Commission Expires 12/03/2011

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In re : Chapter 11 Case No.  
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Debtors. : (Jointly Administered)  
:  
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**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.  
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Jennifer Sapp  
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Wachtel & Masyr, LLP

110 East 59<sup>th</sup> Street

New York, NY 10022

2. Date of retention: May 15, 2009

3. Type of services provided (accounting, legal, etc.):

Land Use and Zoning legal services

4. Brief description of services to be provided:

Will analyze redevelopment options in accordance with the New York  
City Zoning Resolution and the Building Code for the City of New York,  
including but limited to the transfer of unused development rights, in  
respect of 25 Broad Street and 45 Broad Street, New York City.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

- (a) Average hourly rate (if applicable):

\$610

- (b) Estimated average monthly compensation based on prepetition  
retention (if firm was employed prepetition):

\$10,000.00

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$ 0

Date claim arose: 0

Source of Claim: 0

7. Prepetition claims against the Debtors held individually by any member,  
associate, or professional employee of the firm:

Name: N/A

Status: \_\_\_\_\_

Amount of Claim: \$ \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Source of claim: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

8. Stock of the Debtors currently held by the firm:

Kind of shares: NONE

No. of shares: \_\_\_\_\_

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: NONE

Status: \_\_\_\_\_

\_\_\_\_\_

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

We do not believe that such interest may necessarily be adverse but for disclosure purposes the Firm is counsel to KOA Hotel, LLC, a defendant in a pending judicial foreclosure proceeding pending in the Circuit Court of the Third Circuit State of Hawaii, encaptioned *Bank of America National Association as successor by merger to LaSalle Bank National*

Association, as trustee for the Lehman Brothers Floating Rate

Commercial Mortgage Trust 2006 - LLF C5 Commercial Mortgage Pass-

Through Certificates, Series 2006-LLF C5 v. KOA Hotel, LLC et al.; Civil

No 09-1-029K

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11. Name of individual completing this form:

Jesse Masyr